

U.S. Department of Justice

Office of the United States Trustee
Southern District of New York

33 Whitehall Street
21st Floor
New York, New York 10004

(212) 510-0500
Fax: (212) 668-2255

January 13, 2006

TO THE LARGEST UNSECURED CREDITORS OF
MUSICLAND HOLDING CORP., et al., Debtors,
Chapter 11 Case Nos. 06-10060 (SMB) through 06-10074 (SMB)

Please be advised that the Office of the United States Trustee for the Southern District of New York will hold an organizational meeting for unsecured creditors in the above-referenced bankruptcy cases on **Friday, January 20, 2006 at 11:00 a.m.** at the following location:

**Grand Hyatt New York
Park Avenue at Grand Central Terminal
New York, New York 10017
(212) 883-1234**

The sole purpose of the meeting will be to form a committee or committees of unsecured creditors in these cases. Although this will not be the meeting of creditors pursuant to Section 341 of the Bankruptcy Code, representatives of the debtors will be present to provide background information concerning the Chapter 11 petitions.

If you wish to be considered for membership on any committee that is formed, please complete the enclosed "CREDITORS' COMMITTEE ACCEPTANCE FORM." **To be considered for appointment to the Creditors' Committee, in addition to your attendance at the organizational meeting, the completed and executed form must be received by the United States Trustee by facsimile no later than 5:00 p.m. Wednesday, January 18, 2006. The original of any facsimile should be brought to the organizational meeting and presented to the United States Trustee.** If you are unable to attend the organizational meeting in person, you must send a representative to the organizational meeting who is authorized to act on your behalf.

Please note that your presence at this meeting is not required for the purpose of submitting a claim against the debtors.

Very truly yours,
DEIRDRE A. MARTINI
UNITED STATES TRUSTEE

By: /s/ Brian S. Masumoto
Brian S. Masumoto
Attorney

OFFICE OF THE UNITED STATES TRUSTEE FOR THE
SOUTHERN DISTRICT OF NEW YORK
33 WHITEHALL STREET, 21ST FLOOR
NEW YORK, NEW YORK 10004
Tel. No. (212) 510-0500
Telecopy No. (212) 668-2255

CREDITORS' COMMITTEE ACCEPTANCE FORM

Re: In re MUSICLAND HOLDING CORP., et al.
Case Nos. 06-10060 (SMB) through 06-10074 (SMB)

**COMPLETED FORMS MUST BE RECEIVED BY THE UNITED STATES TRUSTEE
BY FACSIMILE (212) 668-2255 NO LATER THAN 5:00 P.M ON WEDNESDAY, JANUARY 18, 2006.**

PLEASE TYPE OR PRINT CLEARLY

A. UNSECURED CREDITOR'S NAME, ADDRESS AND TELEPHONE NUMBER:

B. NAME OF REPRESENTATIVE FOR A OR B: ADDRESS AND TELEPHONE NUMBER, IF DIFFERENT:

C. AMOUNT OF UNSECURED CLAIM: _____

1. **IDENTIFY THE SPECIFIC DEBTOR(S) AGAINST WHICH THE CLAIM IS ASSERTED: FAILURE TO IDENTIFY THE DEBTOR(S) MAY REDUCE THE LIKELIHOOD OF APPOINTMENT**

D. TYPE OF CLAIM (i.e., Trade (Specify Type), Bank, Institutional, Note, etc. Noteholders wishing to serve as fiduciaries on any statutory committee are advised that they may not trade while they are committee members. By submitting this form, noteholders are agreeing to this prohibition):

E. IF CREDITOR HAS PROPERTY OF THE DEBTOR IN ITS POSSESSION, HAS A SECURED CLAIM, OR HAS MADE A UCC 2-702 RECLAMATION, PLEASE STATE:

F. IF HOLDER OF CLAIM IS AN INSIDER, e.g. PARTNER, SHAREHOLDER, OFFICER OR DIRECTOR OF THE DEBTOR, OR A PERSON IN CONTROL OF THE DEBTOR, STATE POSITION:

G. IF HOLDER OF CLAIM IS RELATED TO AN INSIDER, e.g. PARTNER, SHAREHOLDER, OFFICER OR DIRECTOR OF THE DEBTOR, OR A PERSON IN CONTROL OF THE DEBTOR, STATE RELATIONSHIP:

H. IF CREDITOR IS BOUND BY A "LOCKUP" AGREEMENT, PLEASE ATTACH A COPY OF THE AGREEMENT.

DATED: _____

SIGNATURE _____

KINDLY ANSWER ALL QUESTIONS SO THAT THIS FORM CAN BE PROCESSED PROPERLY WITHOUT DELAY. PLEASE **TYPE OR PRINT** CLEARLY AND RETURN TO THE REPRESENTATIVE OF THE UNITED STATES TRUSTEE AT THE ORGANIZATIONAL MEETING. **THIS IS NOT A PROOF OF CLAIM FORM. PROOFS OF CLAIM ARE FILED WITH THE CLERK OF THE BANKRUPTCY COURT, NOT WITH THE UNITED STATES TRUSTEE.**